



Document 2013 3076

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LISA SMITH, COUNTY RECORDER  
MADISON COUNTY IOWA

CHEK

Prepared by: Kathy Law, 700 Walnut, Suite 1600, Des Moines, IA 50309; 515-283-3116  
Return to: Stephen F. Dryden, 6205 Mills Civic Parkway, West Des Moines, IA 50266

**AFFIDAVIT EXPLANATORY OF TITLE**

STATE OF Iowa, COUNTY OF Polk, ss:

I, Edward M. Woodson, one of the Co-Managers and one of the members of Woodson Family Farms LLC, an Iowa limited liability company, being first duly sworn do on oath depose and state that I am well acquainted with the title and ownership of the real estate described on **Exhibit "A-1" at Page 5** (the "Property") and do state as follows:

1. Woodson Family Farms LLC (the "Company") is a manager-managed Iowa limited liability company.
2. Bradley D. Woodson and I are the Co-Managers of the Company.
3. Attached to this Affidavit as Exhibit "A" is a true, correct and complete copy of a Written Action of all the Members and Manager of the Company which authorizes and directs the Manager to take all actions, make all agreements and sign all options; easements; memoranda of options and easements; estoppel certificates and title affidavits; purchase agreements; deeds; zoning and economic development applications, consents and waivers; and all other documents necessary to involve all or any part of the Property in the proposed Macksburg Wind Farm to be constructed in Madison County in Iowa.
4. The actions set forth in Section 3 above are within the ordinary course of business and affairs of the Company.

Signed this 30<sup>th</sup> day of September, 2013

Edward M. Woodson, Affiant

Subscribed and sworn to before me on September 30, 2013 by Edward M. Woodson.

M. Seifert Notarial Officer  
My Commission Expires: 10/8/2014

STAMP



EXHIBIT "A"

WRITTEN ACTION OF THE MEMBERS AND MANAGERS OF

Woodson Family Farms LLC

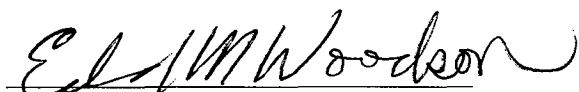
The undersigned, being all of the members and managers of Woodson Family Farms LLC, an Iowa limited liability company (the "Company"), hereby consent to the taking of the actions set forth in the following resolutions without a meeting pursuant to the Revised Iowa Limited Liability Company Act:

BE IT RESOLVED, that the Company be, and hereby is, authorized and directed to take all actions, make all agreements and sign all options; easements; memoranda of options and easements; estoppel certificates and title affidavits; purchase agreements; deeds; zoning and economic development applications, consents and waivers; and all other documents necessary to involve all or any part of the real property legally described on Exhibit "A" in the proposed Macksburg Wind Farm to be constructed in Madison County in Iowa.

BE IT FURTHER RESOLVED, That the Co-Managers of the Company are hereby authorized to make, execute, enter into and deliver on behalf and in the name of the Company all instruments and documents, and to take all other such actions, as the Co-Managers deem necessary in order to complete the transactions contemplated by, and achieve the purposes and intent of, the foregoing resolution and that, when any such instrument or document is made, executed, entered into or delivered, or such action is taken, by the Co-Managers, it shall be deemed to be duly authorized by the Company;

BE IT FURTHER RESOLVED, That any instrument or document authorized by the foregoing resolutions may embody such changes in any of the terms, conditions or provisions thereof as may be approved by the Co-Managers of the Company, the execution thereof by the Co-Managers to be conclusive evidence of such approval.

This Written Action shall be effective as of September 30, 2013




Edward M. Woodson, Co-Manager and Member

Brad D. Woodson

Brad D. Woodson, Co-Manager and Member

*Judy A. Woodson, Member*  
Judy A. Woodson, Member



*Eric M. Woodson*

Eric M. Woodson, Member

EXHIBIT "A-1"

Legal Description

Property 021:

The Northwest Quarter (NW $\frac{1}{4}$ ) of Section Twelve (12), Township Seventy-four (74) North, Range Twenty-nine (29) West of the 5th P.M., Madison County, Iowa.

Property 025:

The Southeast Quarter (SW $\frac{1}{4}$ ) and the North Half of the Southwest Quarter (NW $\frac{1}{2}$  SW $\frac{1}{4}$ ), and the Southeast Quarter of the Southwest Quarter (SE $\frac{1}{4}$  SW $\frac{1}{4}$ ) of Section Twelve (12), Township Seventy-four (74) North, Range Twenty-nine (29) West of the 5th P.M., Madison County, Iowa.

Property 027:

The East half of the Southwest Fractional Quarter (E $\frac{1}{2}$  SW Fr $\frac{1}{4}$ ) containing 73.12 acres; and the South half of the West half of the Southwest Fractional Quarter (S $\frac{1}{2}$  W $\frac{1}{2}$  SW Fr $\frac{1}{4}$ ) containing 36.56 acres; of Section Seven (7), Township Seventy-four (74) North, Range Twenty-eight (28) West of the 5th P.M., Madison County, Iowa.

And

and the Northwest Fractional Quarter of the Southwest Fractional Quarter (NW Fr $\frac{1}{4}$  SW Fr $\frac{1}{4}$ ) of Section Seven (7), Township Seventy-four (74) North, Range Twenty-eight (28) West of the 5th P.M., Madison County, Iowa, Except Parcel "A" as shown on Plat of Survey recorded July 3, 2006, in Book 2006, Page 2732 and more particularly described as follows:

Commencing at the West Quarter corner of said Section 7; thence North 89 degrees 52 minutes 04 seconds East, 1197.27 feet along the North line of said Fractional Southwest Quarter to the deeded East line of the West One-half of said Fractional Southwest Quarter; thence South 00 degrees 19 minutes 27 seconds East, 746.90 feet along said East line to the point of beginning; thence South 00 degrees 19 minutes 27 seconds East, 307.85 feet along said East line; thence North 87 degrees 37 minutes 12 seconds West, 614.12 feet; thence North 02 degrees 22 minutes 48 seconds East, 307.50 feet; thence South 87 degrees 37 minutes 12 East, 599.60 feet to the point of beginning. Note: For purposes of this survey, the North line of said Fractional Southwest Quarter was determined to bear North 89 degrees 52 minutes 04 seconds East using GPS.

Property 028:

The Northwest Quarter of the Northeast Quarter (NW $\frac{1}{4}$  NE $\frac{1}{4}$ ) of Section Seven (7), Township Seventy-four (74) North, Range Twenty-eight (28) West of the 5th P.M., Madison County, Iowa.

And

The South Half of the Northeast Quarter (S $\frac{1}{2}$  NE $\frac{1}{4}$ ) of Section Seven (7), Township Seventy-four (74) North, Range Twenty-eight (28) West of the 5th P.M., Madison County, Iowa.

Property 042:

The Northeast Quarter (NE $\frac{1}{4}$ ) of Section Thirteen (13), Township Seventy-four (74) North, Range Twenty-nine (29) West of the 5th P.M., Madison County, Iowa;

Except the East Quarter of the Northeast Quarter of the Northwest Quarter of the Northeast Quarter (E $\frac{1}{4}$  NE $\frac{1}{4}$  NW $\frac{1}{4}$  NE $\frac{1}{4}$ ), and Except the Northwest Quarter of the Northeast Quarter of the Northeast Quarter (NW $\frac{1}{4}$  NE $\frac{1}{4}$  NE $\frac{1}{4}$ ).

Property 045:

The Northwest Fractional Quarter (NW Fr ¼) of Section Eighteen (18) in Township Seventy-four (74) North, Range Twenty-nine (29) West of the 5th P.M., Madison County, Iowa.